



Signed and Filed: July 13, 2021

DENNIS MONTALI  
U.S. Bankruptcy Judge

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UNITED STATES DISTRICT COURT FOR THE  
NORTHERN DISTRICT OF CALIFORNIA

**In re:**

**PG&E CORPORATION,**

-and-

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

Bankruptcy Case No. 3:19-bk-030088 DM

Chapter 11

(Lead Case)

(Jointly Administered)

**ORDER GRANTING MOTION  
OF THE FIRE VICTIM TRUSTEE  
TO FILE REDACTED VERSION  
OF SHARE EXCHANGE AND  
TAX MATTERS AGREEMENT**

[No Hearing Requested]

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric  
Company  
☒ Affects both Debtors

*\*All papers shall be filed in the Lead Case,  
No. 19-30088 (DM).*

1           Upon the Motion, dated July 9, 2021 (the “**Redaction Motion**”), of the Honorable John  
2 K. Trotter (Ret.), in his capacity as the Trustee (the “**Trustee**”) of the PG&E Fire Victim Trust (the  
3 “**Trust**”) in the above-captioned chapter 11 cases, pursuant to sections 105(a) and 107(b) of title 11 of  
4 the United States Code (the “**Bankruptcy Code**”), Rule 9018 of the Federal Rules of Bankruptcy  
5 Procedure (the “**Bankruptcy Rules**”), Rule 1001-2(a) of the Bankruptcy Local Rules for the United  
6 States District Court for the Northern District of California (the “**Bankruptcy Local Rules**”) and the  
7 *Procedures for Filing Redacted or Sealed Confidential or Highly Sensitive Documents* adopted by the  
8 United States Bankruptcy Court for the Northern District of California, for entry of an order (i)  
9 authorizing the Trustee to file the PG&E Fire Victim Trust Share Exchange and Tax Matters Agreement  
10 dated as of July 8, 2021 (including all annexes, exhibits, and schedules, the “**Share Exchange**  
11 **Agreement**”) with redactions to the annex and certain of the schedules attached to the Share Exchange  
12 Agreement and to post the Share Exchange Agreement to the Fire Victim Trust Website with the same  
13 redactions, (ii) authorizing the Trustee to file under seal an unredacted copy of the Share Exchange  
14 Agreement, and (iii) directing that the unredacted copies of the Share Exchange Agreement provided to  
15 the Court shall remain under seal and confidential and not be made available to anyone without the  
16 consent of the Share Exchange Participants<sup>1</sup> or further order from the Court; and consideration of the  
17 Redaction Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and  
18 venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having  
19 found and determined that notice of the Redaction Motion as provided to the parties listed therein is  
20 reasonable and sufficient, and it appearing that no other or further notice need be provided; and this  
21 Court having reviewed the Redaction Motion and the Trotter Declaration submitted in support of the  
22 Redaction Motion; and this Court having determined that the legal and factual bases set forth in the  
23 Redaction Motion establish just cause for the relief granted herein; and it appearing that the relief  
24 requested in the Redaction Motion is in the best interests of the Trust and its beneficiaries, the Debtors,  
25 their estates, creditors, shareholders, and all parties in interest; and upon all of the proceedings had  
26 before this Court and after due deliberation and sufficient cause appearing therefor,

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<sup>1</sup> Capitalized terms not defined herein shall have the meaning ascribed to them in the Redaction Motion.

1                   **IT IS HEREBY ORDERED THAT:**

2           1.       The Redaction Motion is granted as provided herein.

3           2.       The Trustee is authorized to file a redacted copy of the Share Exchange Agreement  
4 pursuant to section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018 and to post the redacted  
5 copy of the Share Exchange Agreement to the Fire Victim Trust Website.

6           3.       The unredacted copy of the Share Exchange Agreement provided to the Court is  
7 confidential, shall remain under seal, and shall not be made available to anyone without the express  
8 written consent of the Share Exchange Participants.

9           4.       Notice of the Redaction Motion as provided therein shall be deemed good and sufficient  
10 and the requirements of the Bankruptcy Local Rules are satisfied by such notice.

11          5.       The Trustee is authorized to take all necessary actions to effectuate the relief granted  
12 pursuant to this Order in accordance with the Redaction Motion.

13          6.       This Court shall retain jurisdiction to hear and determine all matters arising from or  
14 related to the implementation, interpretation, or enforcement of this Order.

15                                   **\*\* END OF ORDER \*\***  
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